



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 5
77 WEST JACKSON BOULEVARD
CHICAGO, IL 60604-3590

REPLY TO THE ATTENTION OF

S-6J

July 17, 2007

Bonnie Allyn Barnett, Esq.
Drinker Biddle & Reath LLP
One Logan Square
18th and Cherry Streets
Philadelphia, PA 19103-6996

Mellonie S. Fleming, Esq.
Corp Counsel - Environmental
Georgia-Pacific, LLC
133 Peachtree St., NE
P.O. Box 105605
Atlanta, GA 30348-5606

US EPA RECORDS CENTER REGION 5



Re: Plainwell Impoundment Removal Action - Disposal of Waste Material in 2008

Dear Ms. Barnett and Ms. Fleming:

This letter memorializes certain agreements reached among the United States Environmental Protection Agency ("U.S. EPA"), Millennium Holdings, LLC ("MHLLC") and Georgia-Pacific, LLC ("Georgia-Pacific") (jointly "Respondents") in connection with the time-critical removal action being performed by Respondents under the terms of the Administrative Settlement Agreement and Order on Consent for a Time-Critical Removal Action at the Plainwell Impoundment Area of the Allied Paper/Portage Creek/Kalamazoo River Superfund Site, Docket No. V-W-07-C-863 (the "Settlement Agreement"). U.S. EPA, MHLLC and Georgia-Pacific have agreed as follows:

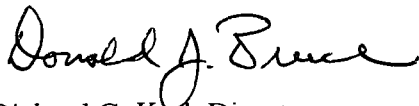
- Respondents will excavate the southern bank of the Kalamazoo River along the City of Plainwell waste water treatment plant (Removal Area 2B) in the manner described in a letter from Samuel Borries, U.S. EPA to Steve Garbaciak, Jr. P.E. dated July 10, 2007;
- waste material excavated and dredged from the Plainwell Impoundment during the 2008 construction season (and any construction season thereafter) will be disposed at off-site, permitted, commercial landfills;

- All sediments will be segregated as TSCA and non-TSCA waste in accordance with Samuel Borries' May 8, 2007 letter to Stephen Garbaciak and the attached Figure 1;
- TSCA waste will be transported to and disposed of in an appropriately licensed and permitted chemical waste landfill. Non-TSCA waste will be transported to and disposed of in an appropriately licensed and permitted commercial landfill; and
- U.S. EPA will disburse to Respondents an additional \$500,000 from the Kalamazoo River Special Account as partial reimbursement for the additional response actions to be conducted as part of the time-critical removal action.

As we have discussed, the Settlement Agreement must be modified to reflect these changes, as well as those specified in U.S. EPA's letters to MHLLC and Georgia-Pacific dated April 25, 2007 and May 8, 2007, regarding excavation and disposal during the 2007 construction season. Any modification to the Settlement Agreement will be subject to approval by the Michigan Department of Environmental Quality and the Department of the Michigan Attorney General. Our agreement regarding disbursement of additional funds from the Kalamazoo River Special Account is subject to approval by U.S. EPA Headquarters. Region 5's Office of Regional Counsel has been assured that such approval is likely.

I appreciate your continued cooperation in our efforts to achieve this important step in the cleanup of the Kalamazoo River.

Sincerely yours,



for Richard C. Karl, Director
Superfund Division
U.S. EPA, Region 5

cc: J. Sygo, MDEQ
A. Koch, MDNR
K. Cavanaugh, MI AG

